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**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION**

In re: CATHODE RAY TUBE (CRT)
 ANTITRUST LITIGATION

Master File No. 3:07-cv-05944-SC

MDL No. 1917

This Document Relates to: Individual Case
 No. 13-cv-2171 (SC)

DELL INC. AND DELL PRODUCTS L.P.,

PLAINTIFFS,

v.

HITACHI, LTD., *ET AL.*,

DEFENDANTS.

**DECLARATION OF MATTHEW D.
 KENT IN SUPPORT OF DELL INC.
 AND DELL PRODUCTS L.P.'S
 ADMINISTRATIVE MOTION TO
 FILE DOCUMENTS UNDER SEAL
 PURSUANT TO CIVIL LOCAL
 RULES 7-11 AND 79-5**

1 I, **MATTHEW D. KENT**, declare as follows:

2 1. I am a Senior Associate with the law firm of Alston & Bird LLP, counsel for Plaintiffs
3 Dell Inc. and Dell Products L.P. (collectively, “Dell”) in the above-captioned action currently pending
4 in the U.S. District Court for the Northern District of California. I submit this declaration in support of
5 Dell’s Administrative Motion to File Documents Under Seal, related to Dell’s Opposition to
6 Defendants’ Motion for Summary Judgment with Respect to Dell’s Foreign Purchases Under the
7 FTAIA (“Dell’s FTAIA Opposition”). I have personal knowledge of the facts stated herein, and I could
8 and would competently testify thereto if called as a witness.

9 2. I am a member in good standing of the State Bar of Georgia and am admitted to practice
10 before the U.S. District Court for the Northern District of Georgia. I have also been admitted to this
11 Court *pro hac vice* as counsel for Dell pursuant to the Court’s Pretrial Order No. 1 in the MDL
12 Proceeding.

13 3. Pursuant to Civil Local Rules 7-11 and 79-5, and in accordance with this Court’s
14 General Order No. 62, effective May 10, 2010, Dell, by and through its counsel, respectfully requests
15 an Order permitting it to file under seal portions of Dell’s FTAIA Opposition and Exhibits 1-2 and 4-
16 26 to the Declaration of Debra D. Bernstein in Support of Dell’s FTAIA Opposition (“Bernstein
17 Declaration”).

18 4. **Exhibit 1** to the Bernstein Declaration is a composite exhibit consisting of true and
19 correct copies of the Assignment Agreements between Dell Inc. and its Foreign Affiliates—Dell
20 (China) Company Ltd., Dell (Xiamen) Company Ltd., Dell Asia Pacific Sdn Bhd, Dell Computadores
21 Do Brasil, Dell Global BV - Singapore Branch, Dell India Private Limited, and Dell Products
22 (Europe)—whereby Dell’s Foreign Affiliates assigned all claims related to price fixing of CRTs or
23 products containing CRTs to Dell Inc. The documents contained in Exhibit 1 were produced by Dell
24 and bear bates numbers DELL-CRT-00095102–DELL-CRT-00095122. Exhibit 1 consists of non-
25 public, confidential legal agreement between internal Dell entities. Dell considers this information to
26 be confidential and sensitive business information

27 5. **Exhibit 2** to the Bernstein Declaration is a true and correct copy of the April 15, 2014,
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1 Expert Report of Mohan Rao, designated by Dell as Highly Confidential. Exhibit 2 contains
2 confidential, non-public information regarding Dell's business practices and Dell financial information.
3 This includes the identification of Dell's suppliers and express references to the financial terms of
4 certain confidential agreements with suppliers. Dell considers this information to be confidential and
5 sensitive business information, the public disclosure of which would be harmful to Dell. In addition,
6 Exhibit 2 contains excerpts from or references to materials designated by other parties as
7 "Confidential" or "Highly Confidential" under the Protective Order.

8 6. **Exhibit 4** to the Bernstein Declaration is a true and correct copy of the Minutes of the
9 May 20, 1999 Glass Conspiracy Meeting, produced by Chunghwa bearing bates numbers
10 CHU00029191–CHU00029194, accompanied by a certified English translation, designated by
11 Defendants as "Confidential" or "Highly Confidential" under the Protective Order.

12 7. **Exhibit 5** to the Bernstein Declaration is a true and correct copy of the Minutes of the
13 August 23, 1999 Glass Conspiracy Meeting, produced by Chunghwa bearing bates numbers
14 CHU00029179–CHU00029184, accompanied by a certified English translation, designated by
15 Defendants as "Confidential" or "Highly Confidential" under the Protective Order.

16 8. **Exhibit 6** to the Bernstein Declaration are true and correct copies of portions of the
17 Transcript of the June 2, 2014, Deposition of Dell Inc.'s and Dell Products L.P.'s Rule 30(b)(6)
18 corporate representative Julie French, designated by Dell as Highly Confidential. Exhibit 6 includes
19 information on Dell's internal operations and processes with respect to CRT procurement, as well as
20 the identification of suppliers. Dell considers this information to be confidential and sensitive business
21 information, the public disclosure of which would be harmful to Dell.

22 9. **Exhibit 7** to the Bernstein Declaration is a true and correct copy of Dell's June 16, 2014
23 Supplemental Responses to LGE and SDI's First Set of Interrogatories, which Dell has designated
24 pursuant to the Protective Order as Highly Confidential. The responses contain information regarding
25 Dell's internal processes and procedures, including the procurement system for CRT monitors. Dell
26 considers this information to be confidential and sensitive business information, the public disclosure
27 of which would be harmful to Dell.
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1 10. **Exhibit 8** to the Bernstein Declaration is a true and correct copy of the Master Purchase
2 Agreement Between Dell Products L.P. and U.S. Philips Corporation effective October 1, 1998,
3 produced by Dell and bearing bates numbers DELL-CRT-00095340–DELL-CRT-00095356, which
4 Dell has designated pursuant to the Protective Order as Highly Confidential. Exhibit 8 contains
5 confidential and competitively sensitive information regarding Dell’s procurement of CRT monitors,
6 including pricing information and other competitively sensitive terms. Exhibit 8 also contains
7 confidential and competitively sensitive information regarding U.S. Philips Corporation’s supply of
8 CRT monitors and other products to Dell. The parties’ disclosure of confidential information under the
9 agreement was governed by an existing non-disclosure agreement between the parties. Exhibit 8
10 contains confidential and sensitive business information, the public disclosure of which would be
11 harmful to both parties.

12 11. **Exhibit 9** to the Bernstein Declaration is a true and correct copy of the Master Purchase
13 Agreement Between Dell Products L.P. and Samsung Electronics Co., Ltd. executed October 16, 1998,
14 produced by DELL and bearing bates numbers DELL-CRT-00095476–DELL-CRT-00095496, which
15 Dell has designated pursuant to the Protective Order as Highly Confidential. Exhibit 9 contains
16 confidential and competitively sensitive information regarding Dell’s procurement of CRT monitors,
17 including pricing information and other competitively sensitive terms. Exhibit 9 also contains
18 confidential and competitively sensitive information regarding Samsung Electronics Co.’s supply of
19 CRT monitors and other products to Dell. The parties’ disclosure of confidential information under the
20 agreement was governed by an existing non-disclosure agreement between the parties. Exhibit 9
21 contains confidential and sensitive business information, the public disclosure of which would be
22 harmful to both parties.

23 12. **Exhibit 10** to the Bernstein Declaration are true and correct copies of portions of the
24 Transcript of the December 12, 2013 Deposition of Jim Smith, designated by Defendants as Highly
25 Confidential.

26 13. **Exhibit 11** to the Bernstein Declaration are true and correct copies of portions of the
27 Transcript of the February 19, 2013 Deposition of Chih Chun Liu, designated by Defendants as Highly
28

1 Confidential.

2 14. **Exhibit 12** to the Bernstein Declaration are true and correct copies of portions of the
3 Transcript of the July 19, 2013 Deposition of J.K. Jung, designated by Defendants as Highly
4 Confidential.

5 15. **Exhibit 13** to the Bernstein Declaration is a true and correct copy of a June 3, 2002
6 PowerPoint created by J.K. Jung for a presentation by LG Philips Displays titled “OEM Business
7 Overview (esp. Dell, HP)”, which was marked as Deposition Exhibit 1881. Exhibit 13 contains
8 confidential and competitively sensitive information regarding Dell’s procurement of CRT monitors,
9 including pricing information and other competitively sensitive terms. Exhibit 13 also contains
10 confidential and competitively sensitive information regarding LG Philips Displays’ supply of CRT
11 monitors and other products to Dell. Exhibit 13 contains confidential and sensitive business
12 information, the public disclosure of which would be harmful to both parties.

13 16. **Exhibit 14** to the Bernstein Declaration is a true and correct copy of a Report of a
14 February 24, 1997 Glass Conspiracy meeting, produced by Chunghwa and bearing bates numbers
15 CHU00032057–CHU00032058, accompanied by a certified English translation, designated by
16 Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

17 17. **Exhibit 15** to the Bernstein Declaration is a true and correct copy of a Report of a
18 March 15, 1999 Glass Conspiracy meeting, produced by Chunghwa and bearing bates numbers
19 CHU00030731–CHU00030733, accompanied by a certified English translation, designated by
20 Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

21 18. **Exhibit 16** to the Bernstein Declaration is a true and correct copy of a Report of a July
22 2, 2004 Glass Conspiracy meeting, produced by Chunghwa and bearing bates numbers
23 CHU00031254–CHU00031254, accompanied by a certified English translation, designated by
24 Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

25 19. **Exhibit 17** to the Bernstein Declaration is a true and correct copy of a Report of a
26 January 18, 1999 Glass Conspiracy meeting, produced by Chunghwa and bearing bates numbers
27 CHU00030701–CHU00030704, accompanied by a certified English translation, designated by
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Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

20. **Exhibit 18** to the Bernstein Declaration is a true and correct copy of a Report of an August 20, 1999 Glass Conspiracy meeting, produced by Chunghwa and bearing bates numbers CHU0000835–CHU00030838, accompanied by a certified English translation, designated by Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

21. **Exhibit 19** to the Bernstein Declaration is a true and correct copy of a Report of a September 20, 1999 Glass Conspiracy meeting, produced by Chunghwa and bearing bates numbers CHU00030855–CHU00030868, accompanied by a certified English translation, designated by Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

22. **Exhibit 20** to the Bernstein Declaration is a true and correct copy of a Report of a January 24, 2000 Glass Conspiracy meeting, produced by Chunghwa and bearing bates numbers CHU00030960–CHU00030962, accompanied by a certified English translation, designated by Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

23. **Exhibit 21** to the Bernstein Declaration is a true and correct copy of an Internal Hitachi E-Mail with a Subject: “Samsung 2/26/2001 Meeting”, produced by Hitachi bearing bates numbers HDP-CRT00056186–HDP-CRT00056187, accompanied by a certified English translation, designated by Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

24. **Exhibit 22** to the Bernstein Declaration is a true and correct copy of a July 28, 2004 document titled “CDT Market Report”, produced by Chunghwa and bearing bates numbers CHU00031262–CHU00031267, accompanied by a certified English translation, designated by Defendants as “Confidential” or “Highly Confidential” under the Protective Order.

25. **Exhibit 23** to the Bernstein Declaration is a true and correct copy of the Objections and Responses by Plaintiffs Dell, Inc. and Dell Products, L.P. to Samsung SDI Mexico De C.V.’s First Set of Interrogatories dated September 5, 2014, which Dell has designated pursuant to the Protective Order as Highly Confidential. The responses contain information regarding Dell’s internal processes and procedures, including the procurement system for CRT monitors. Dell considers this information to be confidential and sensitive business information, the public disclosure of which would be harmful to

1 Dell.

2 26. **Exhibit 24** to the Bernstein Declaration is a true and correct copy of a Strategic
3 Alliance Agreement between Dell Computer Corporation and Samsung Electronics Co. dated March 2,
4 2001, produced by Dell and bearing bates numbers DELL-CRT-00095593–DELL-CRT-00095608,
5 which Dell has designated pursuant to the Protective Order as Highly Confidential. Exhibit 24
6 contains confidential and competitively sensitive information regarding Dell's procurement of CRT
7 monitors, including pricing information and other competitively sensitive terms. Exhibit 24 also
8 contains confidential and competitively sensitive information regarding Samsung Electronics Co.'s
9 supply of CRT monitors and other products to Dell. The parties' disclosure of confidential information
10 under the agreement was governed by an existing non-disclosure agreement between the parties.
11 Exhibit 24 contains confidential and sensitive business information, the public disclosure of which
12 would be harmful to both parties.

13 27. **Exhibit 25** to the Bernstein Declaration is a true and correct copy a Strategic Alliance
14 Agreement between Dell Computer Corporation and Koninklijke Philips Electronics N.V. effective
15 May 1, 2002, produced by Dell and bearing bates numbers DELL-CRT-00095367–DELL-CRT-
16 00095376, Exhibit 25 contains confidential and competitively sensitive information regarding Dell's
17 procurement of CRT monitors, including pricing information and other competitively sensitive terms.
18 Exhibit 25 also contains confidential and competitively sensitive information regarding Koninklijke
19 Philips Electronics N.V.'s supply of CRT monitors and other products to Dell. The parties' disclosure
20 of confidential information under the agreement was governed by an existing non-disclosure
21 agreement between the parties. Exhibit 25 contains confidential and sensitive business information,
22 the public disclosure of which would be harmful to both parties.

23 28. **Exhibit 26** to the Bernstein Declaration are true and correct copies of portions of the
24 Transcript of the August 15, 2014 Deposition of Glenn Neland, designated by Dell as Highly
25 Confidential. Exhibit 26 includes information on Dell's internal operations and processes with respect
26 to CRT procurement, as well as the identification of suppliers. Dell considers this information to be
27 confidential and sensitive business information, the public disclosure of which would be harmful to
28

1 Dell.

2 29. The Declaration of Dell employee, Julie French, dated December 18, 2014, includes
3 information about Dell's internal operations and processes with respect to CRT procurement, as well
4 as the identification of suppliers. Dell considers this information to be confidential and sensitive
5 business information, the public disclosure of which would be harmful to Dell.

6 30. Dell's FTAIA Opposition refers to or contains excerpts from the above Exhibits and the
7 Declaration of Julie French. These references or excerpts are identified in the Motion with yellow
8 highlighting. An unredacted copy of the Motion with yellow highlighting is being submitted to
9 Chambers.

10 31. Accordingly, Dell requests that the documents and declaration identified herein be filed
11 under seal.

12 I declare under penalty of perjury under the laws of the United States of America that the
13 foregoing is true and correct.

14 Executed on December 22, 2014, in Atlanta, Georgia.

15
16 By: /s/ Matthew D. Kent

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20 *Attorney for Plaintiffs Dell Inc. and Dell Products L.P*